

EXHIBIT A

PROPOSED FORM OF ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

ORDER ESTABLISHING NOTICE PROCEDURES AND LIMITING NOTICE

Upon the motion, dated October 20, 2011 (the “Motion”), of Irving H. Picard (the Trustee”), trustee for the liquidation of the business of Bernard L. Madoff Investment Securities LLC (“BLMIS”) under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa, *et seq.*, and the substantively consolidated estate of Bernard L. Madoff, pending in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), for entry of this order (this “Order”) pursuant to, *inter alia*, sections 102(1) and 105(a) of title 11, United States Code, 11 U.S.C. §§ 101 *et. seq.* (the “Bankruptcy Code”) and Rules 2002, 9007, and 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) approving the Trustee’s proposed notice procedures listed in the Motion and appended hereto as Exhibit 1 (the “Notice Procedures”) and a master service list (the “Master Service List”) to include and limit notice to

certain parties and entities unless otherwise ordered by the Court or otherwise limited by the Bankruptcy Rules; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion and determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the relief requested in the Motion is hereby granted in its entirety; and it is further

ORDERED that the Notice Procedures as set forth in Exhibit 1 herein are approved and shall be effective as of January 1, 2012 (the “Effective Date”); and it is further

ORDERED that the Notice of Master Service List and Notice Procedures, appended hereto as Exhibit 2 (the “Notice of Master Service List and Notice Procedures”), is approved; and it is further

ORDERED that the Trustee shall, within three business days following the date of entry of this Order, serve (by email or regular U.S. Mail) the Notice of Master Service List and Notice Procedures upon the parties in interest to the above-captioned case (the “Main Case”) and related adversary proceedings (the “Adversary Proceedings”), including (i) Securities Investor Protection Corporation (“SIPC”); (ii) Securities Exchange Commission (“SEC”); (iii) Internal Revenue Service; (iv) United States Attorney for the Southern District of New York; (v) all BLMIS customers; and (vi) those parties that have entered an appearance in the Main Case or

one of the Adversary Proceedings through the ECF system; and it is further

ORDERED that, after the Effective Date, service of motions, applications, other pleadings, exhibits, objections, settlements, responses, and other papers in accordance with the Notice Procedures is hereby approved and deemed effective notice for purposes of compliance with the Bankruptcy Code and the Bankruptcy Rules, including, but not limited to, Bankruptcy Rules 2002 and 9019; and it is further

ORDERED that the Court retains jurisdiction to enforce and implement the terms and provisions of this Order.

Dated: New York, New York
November __, 2011

Hon. Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

NOTICE PROCEDURES

I. In the Main Case

- a. The Trustee will establish and maintain a Master Service List (the “Master Service List”) listing the parties upon which all Pleadings (as defined below) will be served. The Master Service List will initially include: (i) SIPC; (ii) SEC; (iii) Internal Revenue Service; (iv) United States Attorney for the Southern District of New York, and (v) those parties that have formally appeared and requested service pursuant to Bankruptcy Rule 9010 by filing a notice of appearance (a “Notice of Appearance”) in the Main Case, designating such party’s:

- (A) name;
- (B) address;
- (C) name of client, if applicable;
- (D) telephone number;
- (E) facsimile, if applicable; and
- (F) electronic mail (“email”) address

By filing a Notice of Appearance containing an email address, a party is deemed to have consented to electronic service of motions, applications, other pleadings, exhibits, objections, settlements, responses, and other papers (collectively, “Pleadings”).

- b. Subject only to the terms and exceptions listed below, notice of any Pleadings or matters covered by the Bankruptcy Rules, the Local Bankruptcy Rules, or otherwise will be served only by email and only upon (i) the parties on the Master Service List; and (ii) any parties whose interests are directly affected by a specific Pleading. Pleadings filed in the Main Case pursuant to Bankruptcy Rule 9019 shall be deemed to “directly affect” only those parties that have entered into the agreement, settlement, or compromise filed in the Main Case pursuant to Bankruptcy Rule 9019.
- c. Any *pro se* party in interest that wishes to be added to the Master Service List may do so by returning a form (a “Request Form”) to the Trustee requesting such party’s addition to the Master Service List. The Request Form shall be substantially similar to Schedule B to the notice of the order establishing these Notice Procedures. By returning a Request Form designating an email address for service, a party is deemed to have consented to electronic service of all Pleadings. A party in interest not represented by counsel may obtain an exemption from electronic service by submitting a Request Form to the Trustee certifying that the party is unable to receive Pleadings by email.

- d. If a Notice of Appearance or Request Form fails to designate an email address for service, the party filing such a Notice of Appearance or returning such a Request Form will not be included on the Master Service List and will not be served with copies of all Pleadings in the Main Case unless such party is appearing *pro se* and has obtained an exemption from electronic service as set forth herein. Parties that have previously filed a Notice of Appearance that did not designate an email address for service will not be included on the initial Master Service List; in order to be added to the Master Service List, such parties must either (i) file a supplementary Notice of Appearance in the Main Case or (if *pro se*) return a Request Form designating an email address for service or (ii) if *pro se*, obtain an exemption from electronic service as set forth herein.¹
- e. Any party whose interests are directly affected by a specific pleading but who has not previously filed a Notice of Appearance or otherwise designated an email address for service may first be contacted by the party wishing to effect service (the “Noticing Party”) and asked to designate (via email, facsimile, or mailed letter) an email address at which the party may be served. After such email address has been so provided, service upon that email address shall be deemed proper service. If the Noticing Party is unable to obtain such a designation or is otherwise unable to effect service by email, service shall be deemed properly effected upon service by facsimile, overnight delivery, or conventional mail at the last known mailing address or facsimile number of the party being served.
- f. Any *pro se* party that wishes to be exempt from designating an email address for service yet wishes to be added to the Master Service List may make a written request for such an exemption by returning a Request Form to that effect to counsel for the Trustee, Baker & Hostetler LLP, 45 Rockefeller Plaza, New York, New York 10111 (Attn: Marc E. Hirschfield) (the “Trustee’s Address”). Any party exempted from email service will be served with Pleadings by mail, facsimile, or overnight delivery, unless the party effectuating service determines to effectuate service by other means reasonably calculated to effect service.
- g. The Trustee will update the Master Service List from time to time, but no less frequently than on a monthly basis, to include the names and addresses of any party in interest that has requested to be added to the Master Service List in accordance with the procedures described herein. The Master Service List will be publicly accessible on the Trustee’s website at www.madofftrustee.com (the “Trustee’s Website”), but will not be posted to the docket in the Main Case.

¹ The initial Master Service List shall be served upon all parties in interest via notice of the order establishing these Notice Procedures. From reviewing the notice and initial Master Service List, parties will be able to determine whether they need to take action to alter their status so as to receive (or decline to receive) pleadings served upon the Master Service List.

- h. Any party wishing to be removed from the Master Service List must file a notice of withdrawal of appearance on the docket of the Main Case, or, if *pro se*, return a Request Form to the Trustee to that effect.
- i. All filed Pleadings will publicly appear on the electronic docket of the Main Case through the Court's Electronic Filing ("ECF") system.

II. In the Adversary Proceedings:

- a. Adversary Proceedings to which the Procedures Order applies shall follow the notice provisions set forth in the Procedures Order.
- b. Adversary Proceedings to which the Procedures Order does not apply will be governed by the following notice provision: After a defendant has appeared, service of all Pleadings in each Adversary Proceeding shall be made by email (i) to counsel of record; (ii) directly to the party if such party is proceeding *pro se*, or (iii) to the party designated to receive service in any Notice of Appearance filed on behalf of the party in the related Adversary Proceeding. There shall be no obligation to serve paper copies of Pleadings other than the complaint and the summons. Counsel of record must file a Notice of Appearance or supplemental Notice of Appearance designating an email address for service in the related Adversary Proceeding.
- c. All filed pleadings in each Adversary Proceeding will publicly appear electronically on the respective dockets through the Court's ECF system.
- d. Service on state or federal governmental entities shall not be required in Adversary Proceedings unless a governmental entity has filed a Notice of Appearance in the Adversary Proceeding.

III. Procedures Applicable in All BLMIS Proceedings:

- a. All Pleadings served via email shall be in portable document format ("PDF"), if available, and the subject line of the email shall indicate the Adversary Proceeding number in which the Pleading has been filed and the name of the party serving such Pleading (*e.g.* Adv. Pro. No. xx-yyyy – Service by Defendant [name of party]). Parties shall include the title(s) of the Pleading being served in the text of the email. If, however, a PDF is too large to be emailed effectively, the party attempting to effect service may send an email containing a link (a "Link") to the Pleading in a virtual workspace, or may break the email up into multiple smaller files. Such Pleadings may also be served via CD-ROM or similar media. Any party that wishes to receive a courtesy paper version of a Pleading instead may request such a paper version, and the Noticing Party shall provide such a paper version, provided, however, that service shall be deemed complete

at the time a Link to such a Pleading has been electronically transmitted by the Noticing Party to the party making such a request.

- b. Upon completing notice according to the procedures described herein, the party providing notice will file with the Court an affidavit of service or certification of service annexing the list of parties that received notice and the manner in which notice was served.
- c. Service on parties will be made by email where possible and otherwise by U.S. mail, international courier, facsimile, overnight delivery, or as otherwise provided in these Notice Procedures and in accordance with the Bankruptcy Rules and the Federal Rules of Civil Procedure.
- d. Where service of notice of any document is effected by email in accordance with these Notice Procedures, such service shall be deemed complete upon electronic transmission for purposes of the application of Rule 9006 of the Bankruptcy Rules. Where service is effected by facsimile, service shall be deemed complete upon transmission. Service effected by Federal Express or overnight delivery is deemed complete one business day after sending. Service effected by regular mail is deemed complete three days after mailing.
- e. Service upon the Trustee is not required; the Trustee shall be deemed properly served upon ECF filing.
- f. These Notice Procedures shall be made available to and utilized by all parties in interest filing Pleadings in either the Main Case or any Adversary Proceeding. Any party filing a Pleading in either the Main Case or any of the Adversary Proceedings shall be deemed to have properly effected service in accordance with the Bankruptcy Rules and the Local Rules upon serving notice in accordance with these Notice Procedures.
- g. Notwithstanding General Order M-399 of the United States Bankruptcy Court for the Southern District of New York, an email approval from a party whose name is signed electronically that gives such party's permission to sign their name electronically shall constitute adequate proof that the signature was authorized; a hard copy of the originally executed document need not be exchanged or kept.

EXHIBIT 2

**PROPOSED FORM OF NOTICE OF MASTER SERVICE LIST AND NOTICE
PROCEDURES**

BAKER & HOSTETLER LLP

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New York, NY 10111
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Facsimile: (212) 589-4201
David J. Sheehan
dsheehan@bakerlaw.com
Marc E. Hirschfield
mhirschfield@bakerlaw.com
James W. Day
Email: jday@bakerlaw.com

*Attorneys for Irving H. Picard, Trustee for the
Substantively Consolidated SIPA Liquidation of
Bernard L. Madoff Investment Securities LLC and
Bernard L. Madoff*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

**NOTICE OF ORDER ESTABLISHING NOTICE PROCEDURES
AND MASTER SERVICE LIST**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On [Date ____], the United States Bankruptcy Court for the Southern District of New York entered the order attached to this notice as Schedule A (the “Notice Procedures Order”) in the above-captioned case (Adversary Proceeding Number 08-01789 (BRL)) (the “Main Case”). You are receiving this notice because you have been identified as a potential “party in interest” in the Main Case. This identification might have arisen because you at one time had an account with Bernard L. Madoff Investment Securities LLC (“BLMIS”), you or a representative filed a claim or notice of appearance on your behalf in the Main Case, or because you have been named as a defendant in one of the lawsuits arising out of the Main Case (the “Adversary Proceedings”).

Over 16,000 potential parties in interest have been identified in the Main Case and the related Adversary Proceedings. Prior to entry of the Notice Procedures Order, this fact required Irving H. Picard (the “Trustee”), as trustee for the liquidation of BLMIS, to mail notice of certain types of pleadings on large numbers of people who had no interest in receiving these documents, often at considerable and unnecessary expense. The Notice Procedures Order establishes notice procedures (the “Notice Procedures”) that limit the parties that must be served with notice in the Main Case and generally requires that service be effected electronically in both the Main Case and the related Adversary Proceedings (collectively, the “BLMIS Proceedings”).

Specifically, the Notice Procedures require the Trustee and other parties in the Main Case to serve notice only on parties in interest that (a) are listed on a “Master Service List,” or (b) have interests that are directly affected by the particular pleading being served. The Notice Procedures require that parties on the Master Service List are served only by email unless either (i) the party is without counsel and cannot receive email notice, or (ii) a designation of email address could not be obtained from a party whose interests are directly affected by a particular pleading. Furthermore, the Notice Procedures Order provides that parties that wish to be included on the Master Service List (and thereby be served with all pleadings filed in the Main Case, including pleadings that might not necessarily involve them) can be included on the list by filing an appearance (a “Notice of Appearance”) in the Main Case or, if not represented by an attorney, by returning the request form attached hereto as Schedule B (a “Request Form”) designating such party’s:

- (A) name;
- (B) address;
- (C) name of client, if applicable;
- (D) telephone number;
- (E) facsimile, if applicable; and
- (F) electronic mail (“email”) address

If you have not filed a Notice of Appearance in the Main Case and wish to be included on the Master Service List, you must file a Notice of Appearance or, if you are not represented by an attorney, you may return a Request Form to the Trustee’s counsel in accordance with the Notice Procedures. If you have filed a Notice of Appearance in the Main Case, you have automatically been added to the Master Service List and will receive notice of pleadings (including pleadings that do not necessarily pertain to you) unless you request to be removed. You may confirm

whether you have been included on the Master Service List by reviewing the Initial Master Service List attached to this notice as Schedule C.

If you are included on the Master Service List and wish to be removed, you may submit a request to be removed from the Master Service List by filing a written request with the clerk of the Bankruptcy Court on the docket in the Main Case or, if you are not represented by an attorney, by returning a Request Form to the Trustee. If you have filed a Notice of Appearance in the Main Case yet do not appear on Schedule C, the likely reason is that the Notice of Appearance you filed did not designate an email address for service of process. You may be added to the Master Service List by filing a supplemental Notice of Appearance in the Main Case designating an email address for service. However, if you believe that you have been omitted from the Initial Master Service List in error, you may inquire by emailing Trustee@MadoffLitigation.com (the "Trustee's Email Address") with the docket number associated with the Notice of Appearance filed on your behalf in the Main Case. If you do not have access to email, you may submit a written request to the Trustee at Baker & Hostetler LLP, 45 Rockefeller Plaza, New York, New York 10111 (Attn: Marc E. Hirschfield).

Receipt of this notice does not necessarily mean that you are included on the Master Service List. If you do not appear on Schedule C, you are not currently included on the Master Service List and will only receive notice of pleadings in the Main Case that directly affect you. Access to all pleadings in the Main Case will continue to be made publicly available on the Court's docket via the Court's Public Access to Court Electronic Records ("PACER"), available at <http://www.pacer.gov/>.

If you do not appear on the Master Service List, and wish to receive only those pleadings in the Main Case and/or Adversary Proceedings that directly apply to you, you do not need to take any action at this time. Similarly, if you do appear on the Master Service List, and wish to continue to receive (by email) all pleadings requiring notice in the Main Case (including pleadings that might not necessarily apply to you), no further action is required on your part.

Finally, please note that the "Main Case" is separate and distinct from other, related cases or Adversary Proceedings in which you may be involved. For example, you may have been named as a defendant in an Adversary Proceeding or avoidance action that is related to the Main Case. The Master Service List is used to identify persons and entities required to receive notice in the Main Case, but not in the related Adversary Proceedings. *This means that even if your name does not appear on the Master Service List, you will continue to receive notice of pleadings in any related Adversary Proceedings in which you have appeared or been named as a defendant without any further action on your part.* Further information regarding the Notice Procedures and other topics related to the BLMIS Proceedings can also be found on the Trustee's website, found at www.madofftrustee.com.

Dated: New York, New York
[], 2011

BAKER & HOSTETLER LLP

By: _____

Baker & Hostetler LLP
45 Rockefeller Plaza
New York, New York 10111
Telephone: (212) 589-4200
Facsimile: (212) 589-4201
David J. Sheehan
Email: dsheehan@bakerlaw.com
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*Attorneys for Irving H. Picard, Trustee
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Liquidation of Bernard L. Madoff
Investment Securities LLC and Bernard
L. Madoff*

SCHEDULE A

NOTICE PROCEDURES ORDER AS ENTERED BY THE COURT

SCHEDULE B

REQUEST FORM FOR MASTER SERVICE LIST

Return appropriate form to Trustee at: Baker & Hostetler LLP,
45 Rockefeller Plaza,
New York, New York 10111 (Attn: Marc E. Hirschfield)

Party in Interest Name:	Represented by Counsel? Y / N If Yes, Name and Email Address of Counsel:
Party in Interest Telephone Number:	Party Facsimile Number (if applicable):
<i>Electronic mail (“email”) Address Designated for Service of Process Upon Party in Interest:</i>	Party in Interest Mailing Address:

☐ ***CHECK HERE AND SIGN BELOW ONLY IF YOU ARE NOT REPRESENTED BY COUNSEL, ARE NOT ALREADY LISTED ON THE MASTER SERVICE LIST (SCHEDULE C) AND DESIRE TO BE INCLUDED ON THE MASTER SERVICE LIST***

By signing below, I represent that I am a party in interest in *Securities Investor Protection Corporation v. Bernard L. Madoff Investment Securities LLC*, Adversary Proceeding Number 08-01789 (BRL) (the “Main Case”). I hereby request that my name and email address be added to the Master Service List in the Main Case. I understand that the Master Service List will be publicly accessible on the Trustee’s website at www.madofftrustee.com (the “Trustee’s Website”). I also understand that inclusion on the Master Service List requires that I will be served with all pleadings filed in the Main Case, including pleadings that might not apply to me. I hereby consent to electronic service of all pleadings filed in the Main Case at the email address designated above.

(Signature)

☐ ***CHECK HERE AND SIGN BELOW ONLY IF YOU ARE LISTED ON THE MASTER SERVICE LIST (SCHEDULE C) AND WISH TO BE REMOVED FROM THE LIST***

On behalf of the party in interest designated above, I hereby request to have that party removed from the Master Service List in *Securities Investor Protection Corporation v. Bernard L. Madoff Investment Securities LLC*, Adversary Proceeding Number 08-01789 (BRL) (the “Main Case”). I understand that by signing below this party will no longer receive pleadings in the Main Case other than those pleadings that directly apply to that party. I am not represented by an attorney.

(Signature)

☐ *CHECK HERE, SIGN BELOW, AND RETURN THIS PAGE ONLY IF YOU DESIRE TO BE SERVED WITH ALL PLEADINGS IN THE MAIN MADOFF CASE BY MAIL BY BEING ADDED TO THE MASTER SERVICE LIST, ARE NOT REPRESENTED BY AN ATTORNEY, AND DO NOT HAVE REGULAR ACCESS TO EMAIL*

I request to be added to the Master Service List in *Securities Investor Protection Corporation v. Bernard L. Madoff Investment Securities LLC*, Adversary Proceeding Number 08-01789 (BRL) (the "Main Case") and to receive all pleadings filed in the Main Case by mail at the mailing address listed below. I understand that the Master Service List (with my mailing address) will be publicly accessible on the Trustee's website at www.madofftrustee.com (the "Trustee's Website"). I also understand that my inclusion on the Master Service List will cause me to be served with all pleadings filed in the Main Case, including pleadings that might not apply to me. I declare that I am not represented by an attorney, and that I am unable to receive these pleadings by email.

(Signature)

Printed Name: _____

Mailing Address: _____
(for service of
Pleadings): _____

Telephone Number: _____

SCHEDULE C

INITIAL MASTER SERVICE LIST

Internal Revenue Service
District Director
290 Broadway
New York, New York 10008

Internal Revenue Service
Centralized Insolvency Operation
Post Office Box 7346
Philadelphia, PA 19101-7346

U.S. Department of Justice, Tax Division
Box 55
Ben Franklin Station
Washington, DC 20044

Securities Investor Protection Corporation

Kevin Bell – kbell@sipc.org
Josephine Wang – jwang@sipc.org

Securities and Exchange Commission

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Notices of Appearance

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Attorneys for Carl J. Shapiro and Associated Entities

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Kelly A. Librera
Dewey & Leboeuf LLP
E-mail: sfarber@deweyleboeuf.com
Email: klibrera@deweyleboeuf.com
*Attorneys for Ellen G. Victor, holder of Bernard L. Madoff Investment Securities LLC Accounts
1ZA128-3 and 1ZA128-40, Diana P. Victor, Ariana Victor, Justin Victor Baadarani, Shoshanna
Remark Victor and Leila Victor Baadarani*

Daniel M. Glosband
David J. Apfel
Brenda R. Sharton
Larkin M. Morton
Goodwin Procter LLP
Email: dglosband@goodwinprocter.com
Email: dapfel@goodwinprocter.com
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